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**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEVADA**

MARK FULLENKAMP, Derivatively on Behalf  
of ALLEGIANT TRAVEL CO.,

Plaintiff,

v.

MAURICE J. GALLAGHER, JR., JOHN T.  
REDMOND, GREGORY ANDERSON,  
SCOTT SHELDON, ERIC GUST, CHARLES  
W. POLLARD, LINDA A. MARVIN, GARY E.  
ELLMER, and MONTIE R. BREWER,

Defendants,

and

ALLEGIANT TRAVEL CO.,

Nominal Defendant.

Case No.: 2:18-CV-01864

**JOINT STIPULATION  
AND PROPOSED ORDER  
CONSOLIDATING RELATED  
ACTIONS AND APPOINTING  
CO-LEAD COUNSEL**

1 CHARLES BLACKBURN, Derivatively and on  
2 Behalf of ALLEGIAN TRAVEL COMPANY,

3 Plaintiff,

4 vs.

5 MAURICE J. GALLAGHER, JR., MONTIE R.  
6 BREWER, GARY E. ELLMER, LINDA A.  
7 MARVIN, CHARLES W. POLLARD, and  
8 JOHN T. REDMOND,

9 Defendants,

10 and

11 ALLEGIANT TRAVEL COMPANY,

12 Nominal Defendant.

Case No.: 2:18-CV-06296

1 WHEREAS, on September 26, 2018, Mark Fullenkamp filed a verified shareholder  
2 derivative complaint in this Court, and on July 20, 2018, Charles Blackburn filed a verified  
3 shareholder derivative complaint in the United States District Court for the Central District of  
4 California, which was transferred to this Court on October 10, 2018 (the “Actions”);

5 WHEREAS, the Actions collectively allege claims against defendants Maurice J.  
6 Gallagher, Jr., John T. Redmond, Gregory Anderson, Scott Sheldon, Eric Gust, Charles W.  
7 Pollard, Linda A. Marvin, Gary E. Ellmer, and Montie R. Brewer (the “Individual Defendants”)  
8 and Allegiant Travel Company (“Allegiant” or “Nominal Defendant,” and together with Individual  
9 Defendants, the “Defendants”);

10 WHEREAS, plaintiffs in the Actions (“Plaintiffs”) agree that the Actions contain nearly  
11 identical factual and legal contentions, and the administration of justice would be best served by  
12 consolidating the Actions and appointing Co-Lead Counsel and Liaison Counsel as set forth  
13 herein;

14 WHEREAS, without waiving any rights, arguments or defenses, Defendants agree the  
15 Actions should be consolidated and take no position regarding appointment of Co-Lead Counsel or  
16 Liaison Counsel;

17 WHEREAS, this stipulation is not a waiver of any of the parties’ rights, remedies, claims,  
18 or defenses.

19 NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, and upon approval  
20 and entry by the Court shall be ORDERED, as follows:

21 1. The Actions are hereby consolidated for all purposes, including pretrial  
22 proceedings, trial, and appeal, and are referred to herein as the “Consolidated Action.”

23 2. The file in *Fullenkamp v. Gallagher, et al.*, Case No. 2:18-cv-101864, shall  
24 constitute the Master File for every action in the Consolidated Action. When the document being  
25 filed pertains to all actions, the phrase” This Documents Relates to All Actions” shall be placed on  
26 the cover page. When a pleading applies only to some, not all, of the actions, the document shall

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list on the cover page the phrase “This Document Relates To:”, the docket number for each individual action to which the document applies, along with the last name of the first-listed plaintiff in said action.

3. Every pleading filed in the Consolidated Action, or in any separate action included herein, shall bear the following caption:

IN ALLEGIANT TRAVEL CO. STOCKHOLDER DERIVATIVE LITIGATION
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Master File No.: 3:18-cv-101864

4. The following law firms are designated Co-Lead Counsel for Plaintiffs in the Consolidated Action:

Bragar Eagel & Squire, P.C.  
885 Third Avenue, Suite 3040  
New York, New York 10022  
Telephone: (212) 308-5858

Glancy Prongay & Murray LLP  
712 Fifth Avenue  
New York, New York 10019  
Telephone: (212) 935-7400

5. Plaintiffs believe that their counsel, Bragar Eagel & Squire, P.C. (“BES”) and Glancy Prongay & Murray LLP (“Glancy”), are qualified to advocate for Plaintiffs. *See* BES firm resume attached hereto as Exhibit A and Glancy firm resume attached hereto as Exhibit B. Defendants take no position on the qualifications or appointment of lead counsel for Plaintiffs.

6. Co-Lead Counsel shall represent Plaintiffs in the prosecution of the Consolidated Action, determine and present to the Court and opposing parties the position of Plaintiffs on all matters arising during pretrial negotiations, delegate and monitor the work performed by Plaintiffs’ attorneys to ensure that there is no duplication of effort or unnecessary expense, coordinate on behalf of the Plaintiffs the initiation and conduct of discovery proceedings, have the authority to negotiate matters with Defendants’ counsel, and perform such other duties as may be incidental to the proper coordination of Plaintiffs’ pretrial activities or authorized by further order of the Court. Defendants’ counsel may rely on all agreements made with either of Co-Lead Counsel, or other

1 duly authorized representative of Co-Lead Counsel, and such agreements shall be binding on all  
2 Plaintiffs.

3 7. The following law firm is designated as Plaintiffs' Liaison Counsel in this  
4 Consolidated Action:

5 Muckleroy Lunt, LLC  
6 6077 S. Fort Apache, Suite 140  
7 Las Vegas, NV 89148  
Telephone: (702) 907-0097

8 8. Plaintiffs' Liaison Counsel shall perform all tasks expected of Nevada counsel and  
9 shall be primarily responsible for communications between Plaintiffs and the Court and for  
10 Plaintiffs' filings with the Court.

11 9. The Parties to this Stipulation agree that it would be duplicative and wasteful of the  
12 Court's resources for any Defendant who has been properly served, has agreed to accept service, or  
13 who is served in the future to have to respond whether by answer or motion to the individual  
14 complaints before a consolidated complaint is filed in the Consolidated Action. Therefore, the  
15 Parties to this Stipulation agree that any Defendant who has been properly served, has agreed to  
16 accept service, or who is served in the future, need only respond, plead, move, or answer to any  
17 consolidated complaint filed in the Consolidated Action or to any other related complaints that are  
18 subsequently assigned or transferred to this Court. To the extent that any Defendant now named in  
19 any of the existing complaints filed in the Consolidated Action is not named in the consolidated  
20 complaint, the claims against such Defendant shall be deemed dismissed without prejudice. Any  
21 pleading filed or served in one of the underlying actions shall become part of the Consolidated  
22 Action.

23 10. Upon entry of an order on this Stipulation, the Parties will promptly meet and  
24 confer regarding a schedule for the filing of a consolidated complaint and Defendants' response(s)  
25 thereto.

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1           11.     This Joint Stipulation and Order shall apply to each action arising out of the same  
2 transactions and occurrences and asserting direct and/or derivative state law claims filed in this  
3 Court or transferred here, and Co-Lead Counsel shall assist the Court by calling to the attention of  
4 the Court the filing or transfer of any such action, and Co-Lead Counsel shall assure that counsel  
5 therein receive notice of this Stipulation and Order. Unless otherwise ordered, the terms of all  
6 orders, rulings, and decisions in the Consolidated Action shall apply to all later shareholder  
7 derivative actions instituted herein.

8           12.     This Order is without prejudice to the right of any Defendant to raise any and all  
9 arguments or defenses concerning the claims raised in the Consolidated Action or the jurisdiction  
10 of this Court. By entering into this Stipulation, each Defendant preserves all objections and  
11 challenges of any kind, including jurisdictional.

12           13.     The parties who have signed this Stipulation consent to service by electronic mail of  
13 all foregoing motion papers, such service shall be effective upon transmission, and no such other  
14 service shall be required.

1 Dated: November 13<sup>th</sup>, 2018

Respectfully submitted,

2 **MUCKLERROY LUNT, LLC**

By: /s/ Martin A. Muckleroy

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7 *Liaison Counsel for Plaintiffs*

8 **BRAGAR EAGEL & SQUIRE, P.C.**

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14 **GLANCY PRONGAY & MURRAY LLP**

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New York, New York 10019

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23 E-mail: rprongay@glancylaw.com

24 *Co-Lead Counsel for Plaintiffs*

25  
26  
27 JOINT STIPULATION AND [PROPOSED] ORDER,  
28 CASE NO. 2:18-cv-101864

1 Dated: November 13<sup>th</sup> 2018

**GREENBERG TRAURIG LLP**

2 By: /s/ Jacob D. Bundick  
3 Mark E. Ferrario (SBN 1625)  
4 Jacob D. Bundick (SBN 9772)  
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19 *Counsel for Defendants*

20 PURSUANT TO STIPULATION, IT IS SO ORDERED this \_\_\_\_ day of  
21 \_\_\_\_\_, 2018.

22 \_\_\_\_\_  
23 THE HONORABLE GLORIA M. NAVARRO  
24 DISTRICT COURT JUDGE

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